

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549  
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SCHEDULE 14D-1/A

TENDER OFFER STATEMENT  
(AMENDMENT NO. 2)  
(FINAL AMENDMENT)PURSUANT TO SECTION 14(d)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
AND  
SCHEDULE 13D/A  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2)COMPUTER LANGUAGE RESEARCH, INC.  
(NAME OF SUBJECT COMPANY)SABRE ACQUISITION, INC.  
AND  
THE THOMSON CORPORATION  
(BIDDERS)COMMON STOCK, \$.01 PAR VALUE  
(TITLE OF CLASS OF SECURITIES)20519510  
(CUSIP NUMBER OF CLASS OF SECURITIES)  
-----MICHAEL S. HARRIS, ESQ.  
THE THOMSON CORPORATION  
METRO CENTER AT ONE STATION PLACE  
STAMFORD, CONNECTICUT 06902  
(NAME, ADDRESS AND TELEPHONE NUMBER OF  
PERSON AUTHORIZED TO RECEIVE NOTICES  
AND COMMUNICATIONS ON BEHALF OF BIDDERS)

COPY TO:

DAVID W. HELENIAK, ESQ.  
SHEARMAN & STERLING  
599 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10022  
TELEPHONE: (212) 848-4000

FEBRUARY 17, 1998

PAGE 1 OF 9 PAGES  
AN EXHIBIT INDEX APPEARS ON PAGE 8.

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1. Name of Reporting Persons  
S.S. or I.R.S. Identification Nos. of Above Person  
Sabre Acquisition, Inc.  
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2. Check the Appropriate Box if a Member of Group  
(a) /X/  
(b) /\_/  
-----

3. SEC Use only  
-----

4. Sources of Funds  
WC  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(f) /\_/  
-----

6. Citizen or Place of Organization  
Delaware  
-----

7. Aggregate Amount Beneficially Owned by Each Reporting Person  
14,365,891  
-----

8. Check if the Aggregate Amount in Row (7) Excludes Certain Shares /\_/  
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9. Percent of Class Represented by Amount in Row (7)  
99.3%  
-----

10. Type of Reporting Person  
CO  
-----

-----  
1. Name of Reporting Persons

S.S. or I.R.S. Identification Nos. of Above Person

THE THOMSON CORPORATION  
-----

2. Check the Appropriate Box if a Member of Group

(a)

(b)   
-----

3. SEC Use only  
-----

4. Sources of Funds

WC  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(f)

6. Citizen or Place of Organization

Ontario, Canada  
-----

7. Aggregate Amount Beneficially Owned by Each Reporting Person

14,365,891  
-----

8. Check if the Aggregate Amount in Row (7) Excludes Certain Shares

9. Percent of Class Represented by Amount in Row (7)

99.3%  
-----

10. Type of Reporting Person

CO  
-----

This Amendment No. 2 (Final Amendment) to the Tender Offer Statement on Schedule 14D-1 and Amendment No. 2 to the Schedule 13D (the "Schedule 14D-1") relates to the offer by Sabre Acquisition, Inc., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of The Thomson Corporation, a corporation organized under the laws of Ontario, Canada ("Parent"), to purchase all outstanding shares of Common Stock, par value \$.01 per share (the "Shares"), of Computer Language Research, Inc., a Texas corporation (the "Company"), at a price of \$22.50 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase dated January 16, 1998 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which were attached to the Schedule 14D-1 as Exhibits (a)(1) and (a)(2) thereto, respectively. The Schedule 14D-1 was initially filed with the Securities and Exchange Commission on January 16, 1998.

Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Offer to Purchase and the Schedule 14D-1.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY

Item 6 of the Schedule 14D-1 is hereby amended and supplemented to include the following information:

(a) and (b) At 12:00 a.m., New York City time, on Friday, February 13, 1998, the Offer expired. Based on a preliminary count, approximately 14,365,891 Shares were tendered pursuant to the Offer, of which 1,067 were tendered pursuant to notices of guaranteed delivery. Such Shares constituted approximately 99% of the outstanding Shares. On February 14, 1998, effective as of 12:01 a.m., all Shares validly tendered and not withdrawn prior to the expiration of the Offer were accepted for payment. A copy of a press release announcing the expiration of the Offer and the acceptance of validly tendered Shares is attached hereto as Exhibits 11 (a)(10).

## ITEM 11. MATERIAL TO BE FILED AS EXHIBITS

Item 11 of the Schedule 14D-1 is hereby amended and supplemented by adding the following exhibit:

- (a)(10) Press release issued jointly by Parent and the Company on February 17, 1998 announcing the expiration of the Offer and acceptance for payment by Parent all Shares validly tendered and not withdrawn pursuant to the Offer.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SABRE ACQUISITION, INC.

Dated: February 17, 1998

By /s/ MICHAEL S. HARRIS

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Name: Michael S. Harris  
Title: President

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE THOMSON CORPORATION

Dated: February 17, 1998

By /s/ MICHAEL S. HARRIS  
-----  
Name: Michael S. Harris  
Title: Assistant Secretary

## EXHIBIT INDEX

EXHIBIT NO. -----		PAGE IN SEQUENTIAL NUMBERING SYSTEM -----
(a)(1)	Form of Offer to Purchase dated January 16, 1998.....	*
(a)(2)	Form of Letter of Transmittal.....	*
(a)(3)	Form of Notice of Guaranteed Delivery.....	*
(a)(4)	Form of Letter from Purchaser to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.....	*
(a)(5)	Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients.....	*
(a)(6)	Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.....	*
(a)(7)	Summary Advertisement as published in The Wall Street Journal on January 16, 1998.....	*
(a)(8)	Press Release issued jointly by Parent and the Company on January 13, 1998.....	*
(a)(9)	Consolidated Financial Statements of Parent as set forth in Parent's 1996 Annual Report to Shareholders.....	*
(a)(10)	Press Release issued by Parent and the Company on February 17, 1998 .....	9
(c)(1)	Agreement and Plan of Merger, dated as of January 12, 1998, among Parent, Purchaser and the Company.....	*
(c)(2)	Stock Purchaser Agreement, dated as of January 12, 1998, among Parent, Purchaser and certain Shareholders of the Company.....	*
(c)(3)	Form of Retention Agreement between the Company and M. Brian Healy.....	*
(c)(4)	Form of Retention Agreement between the Company and Francis W. Winn.....	*
(c)(5)	Form of Retention Agreement between the Company and Douglas H. Gross.....	*
(c)(6)	Form of Retention Agreement between the Company and Stephen T. Winn.....	*

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\* Previously Filed



FOR IMMEDIATE RELEASE

THE THOMSON CORPORATION COMPLETES TENDER OFFER FOR COMPUTER LANGUAGE RESEARCH, INC.

Toronto, Canada and Dallas, Texas, February 17, 1998. Research Institute of America Group (RIAG), a division of The Thomson Corporation (TTC) today announced that Sabre Acquisition, Inc. (Sabre, a wholly owned subsidiary of TTC), has completed its cash tender offer for all of the outstanding shares of common stock of Computer Language Research, Inc. (CLR). The tender offer expired, as scheduled, at 12:00 Midnight, New York City time, on Friday, February 13, 1998. Based on a preliminary count, 14,365,891 shares of CLR were tendered (including 1,067 shares subject to guarantee of delivery) and accepted for payment at a price of \$22.50 (U.S.) per share.

The acceptance of these shares in the tender offer will result in TTC's ownership of approximately 99% of the outstanding common stock of CLR.

In the proposed second step of the acquisition, TTC plans to merge Sabre with and into CLR, with CLR as the surviving corporation of the merger. As a result of such merger, each share of CLR common stock not previously purchased in the tender offer will be converted into the right to receive \$22.50 (U.S.) in cash. Under applicable law, the proposed merger is not subject to the approval of the remaining outstanding shareholders of CLR.

RIAG is a leading provider of information-based solutions for tax, accounting, corporate finance and human resource professionals. CLR's primary business is the provision of tax compliance software to sophisticated users within the national/regional accounting firm and corporate tax markets. CLR also offers tax compliance products for the bank trust and government markets, as well as practice management and financial products for local accounting firms.

The principal activity of The Thomson Corporation is specialized information and publishing worldwide. In addition, TTC has important interests in newspaper publishing in North America and in leisure travel in the United Kingdom and Sweden. TTC has sales of \$7.7 billion in 1996 and some 50,000 staff members. TTC's common shares are traded on the Toronto, Montreal and London stock exchanges.

Contact: John Kechejian  
The Thomson Corporation  
(203) 328-9470

Robert Dilworth  
Computer Language Research, Inc.  
(972) 250-8679